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Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Falcon Broadband - FBB Holdings Transfer of Control Application

1. Legal Name of Applicant

Name:	FBB Holdings, LLC	Phone Number:	719-886-7906
DBA Name:		Fax Number:	
Street:	4601 W. 143rd St.	E-Mail:	Jsingram63@gmail.com
City:	Leawood	State:	KS
Country:	USA	Zipcode:	66224 -
Attention:	Jeffrey S. Ingram		

2. Name of Contact Representative

Name:	Jennifer L. Kostyu	Phone Number:	202-783-4141
Company:	Wilkinson Barker Knauer, LLP	Fax Number:	202-783-5851
Street:	1800 M St., NW Suite 800N	E-Mail:	jkostyu@wbklaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must

specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142016110700293	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: Falcon Broadband, Inc. Phone Number: 719-886-7906
 DBA Name: Fax Number: 719-886-7925
 Street: 555 Hathaway Dr. E-Mail: Ben@falconbroadband.net
 City: Colorado Springs State: CO
 Country: USA Zipcode: 80915 -
 Attention: Ben Kley

6. Name of Assignor / Transferor

Name: Falcon Broadband, Inc. Phone Number: 719-886-7906
 DBA Name: Fax Number: 719-886-7925
 Street: 555 Hathaway Drive E-Mail: Ben@falconbroadband.net
 City: Colorado Springs State: CO
 Country: USA Zipcode: 80915 -
 Attention: Ben Kley

7. Name of Assignee / Transferee

Name: FBB Holdings, LLC Phone Number: 719-886-7906
 DBA Name: Fax Number:
 Street: 4601 W. 143rd St. E-Mail: Jsingram63@gmail.com
 City: Leawood State: KS
 Country: USA Zipcode: 66224 -
 Attention: Jeffrey S Ingram

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Joint International and Domestic Section 214 Application to Transfer Control of Falcon Broadband, Inc. to FBB Holdings, LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

☒ Yes ☐ No

23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Falcon Broadband, Inc.	29. Printed Name of Assignee / Transferee FBB Holdings, LLC
27. Title (Office Held by Person Signing) General Manager	30. Title (Office Held by Person Signing) Manager
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Ben Kley	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Ronald C. Reckrodt
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Transfer Control of Falcon Broadband, Inc. to FBB Holdings, LLC

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules¹ to transfer control of Falcon Broadband, Inc. (“Falcon Broadband”) from its current owners to FBB Holdings, LLC (“FBB”). Falcon Broadband holds an international Section 214 authorization as well as blanket Section 214 domestic operating authority. As explained further below, grant of the joint application serves the public interest.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

Answers to Question 10

Transferor Contact Information

Ben Kley
General Manager
Falcon Broadband, Inc.
(FRN 0014128862)
555 Hathaway Dr.
Colorado Springs, CO 80915
Tel. 719-886-7906
Fax 719-886-7925
ben@falconbroadband.net

With a copy to:

Michael A. Berniger
Berniger, Berg & Diver, LLC
121 South Tejon, Suite 900
Colorado Springs, CO 80903
Tel. 719-475-9900
Fax 719-475-0712
mberniger@bbdlegal.com

Place of Organization

Falcon Broadband is a corporation organized under the laws of the State of Colorado. FBB is a limited liability company organized under the laws of the State of Colorado.

Transferee Contact Information

Jeffrey S. Ingram
FBB Holdings, LLC
(FRN 0026896365)
4601 W. 143rd St.
Leawood, KS 66224
Tel. 719-886-7906
Jsingram63@gmail.com

With a copy to:

Jennifer L. Kostyu
Philip Roselli
Wilkinson Barker Knauer, LLP
1800 M St., N.W., Suite 800N
Washington, D.C. 20036
Tel. 202-783-4141
Fax 202-783-5851
jkostyu@wbklaw.com
proselli@wbklaw.com

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24.

Prior International Section 214 Authorizations

Falcon Broadband holds an international Section 214 authorization to provide global international resold services between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20161107-00293). FBB does not hold any international Section 214 authorizations.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following entities will directly or indirectly hold a ten percent or greater equity interest in Falcon Broadband upon consummation of the proposed transaction:

Name: FBB Holdings, LLC
Address: 4601 W. 143rd Street
Leawood, KS 66224
Citizenship: Colorado
Principal Business: Holding company
Ownership Interest: 80 percent interest in Falcon Broadband

Name: Devoy Investments, LLC
Address: 501 East Gulf Drive
Sanibel, FL 33957
Citizenship: Missouri
Principal Business: Holding company
Ownership Interest: 33.33 percent interest in FBB

Name: Devoy Family Trusts (the Dennis R. Devoy Irrevocable Trust and the Laura Gardner Devoy Irrevocable Trust)²
Address: 501 East Gulf Drive
Sanibel, FL 33957
Citizenship: Missouri
Principal Business: Irrevocable Trusts
Ownership Interest: Each trust holds a 50 percent interest in Devoy Investments, LLC

Name: Ingram Capital Ventures, LLC
Address: 8401 W 144th Place
Overland Park, KS 66223
Citizenship: Kansas
Principal Business: Holding company
Ownership Interest: 33.33 percent interest in FBB

² William Devoy and Laura Gardner Devoy are the trustees of the Dennis R. Devoy Irrevocable Trust, and Laura Gardner Devoy, Jason Russo, Shane Russo, Shallen Thudium, Krista Hundley and their descendants are the beneficiaries of the trust. Dennis R. Devoy is the trustee and beneficiary of the Laura Gardner Devoy Irrevocable Trust. All of these individuals are United States citizens.

Name: Jeffrey S. Ingram
Address: 8401 W 144th Place
Overland Park, KS 66223
Citizenship: United States
Ownership Interest: 100 percent interest in Ingram Capital Ventures, LLC

Name: Ronald Reckrodt
Address: 10321 Wildflower Drive
Unionville, MO 63565
Citizenship: United States
Ownership Interest: 33.34 percent interest in FBB

Name: Randy De Young
Address: 10925 Highway 24
Falcon, CO 80831
Citizenship: United States
Ownership Interest: 20 percent interest in Falcon Broadband

Charts showing the pre- and post-transaction ownership of Falcon Broadband are attached. No other entity or individual directly or indirectly will hold a 10 percent or greater equity interest in Falcon Broadband post-closing.

Answer to Question 13

Description of Transaction and Public Interest Statement

Falcon Broadband owns and operates a private fiber optic network in Colorado Springs and other areas of El Paso County, Colorado, delivering voice (including local and long distance), data, and video services to both residential and commercial customers. Randy and Cindy De Young, who currently each hold a 50 percent interest in Falcon Broadband, are the founders of the company and have operated it since its inception.

FBB was formed on July 25, 2017 to serve as the holding company for Falcon Broadband. Its members are Devoy Investments, LLC, Ingram Capital Ventures, LLC, and Ronald Reckrodt. Its managers are Dennis Devoy, Jeffrey Ingram, and Ronald Reckrodt. Its members and managers have extensive experience in the telecommunications industry, and can provide valuable managerial oversight and implement best practices at Falcon Broadband.

On September 21, 2017, Randy and Cindy De Young and FBB entered into a Stock Purchase Agreement pursuant to which FBB will purchase a majority of the outstanding stock of Falcon Broadband. At closing, FBB will own an 80 percent interest in the Falcon Broadband and Randy De Young will own a 20 percent interest. Following the transaction, Randy and Cindy De Young will continue to be involved in oversight of the company's operations, and provide expert insight and historical perspective to help grow the company and continue to lead it in a positive direction.

The proposed transaction will serve the public interest. The change in ultimate control of Falcon Broadband will occur at the parent level and does not involve the assignment of operating authority, assets, or customers. FBB is managed by an experience management team, and Randy De Young, the current owner of Falcon Broadband, will continue to remain a minority owner. Thus, the company will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, Falcon Broadband will be able to draw upon the decades of telecommunications industry experience of FBB's members as a result of the transaction.

Moreover, the proposed transaction will have no adverse impact on Falcon Broadband's customers, and will be virtually transparent to customers in terms of the service they now receive. Falcon Broadband will continue to provide competitive and innovative services to existing customers at the same rates, terms, and conditions and in the same geographical areas as currently provided. The transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. In addition, Falcon Broadband holds only a *de minimis* share of each of the domestic and U.S.-international markets. The proposed transactions thus pose no risk of competitive harm to the domestic or U.S.-international telecommunications markets.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Neither Falcon Broadband nor FBB has any foreign carrier affiliates, and will continue to have no such affiliates post-closing. Falcon Broadband therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF ASSETS UNDER BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of Falcon Broadband to FBB, the following information is submitted pursuant to Section 63.04 of the Commission's rules.³ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

³ 47 C.F.R. § 63.04.

Falcon Broadband provides competitive local exchange and long distance services in Colorado. Neither FBB nor its affiliates provide telecommunications services.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because: (1) the transferee is not a telecommunications provider; (2) Falcon Broadband's market share of the interstate, interexchange market is significantly less than 10 percent; and (3) Falcon Broadband provides competitive telecommunications services exclusively in geographic markets served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any telecommunications service offered in the United States.

(a)(9) Identification of all other Commission applications related to this transaction:

No other FCC applications are being filed in connection with this transaction.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

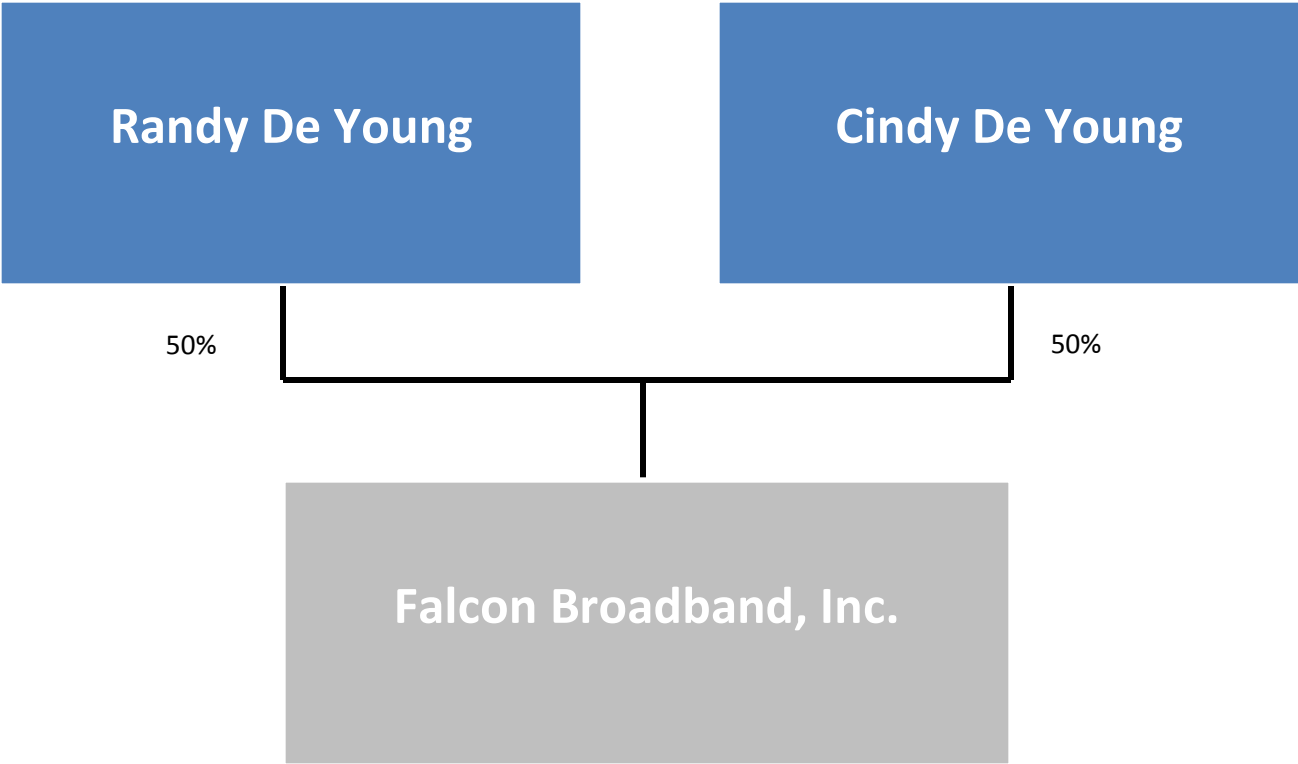
(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience, and necessity:

A demonstration of how the grant of application serves the public interest, convenience, and necessity is set forth in Section I above.

Pre-Closing Ownership Structure



Post-Closing Ownership Structure

